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**美亞控股有限公司\***  
**MAYER HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 1116)

## **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 24 SEPTEMBER 2010**

The Board is pleased to announce that the ordinary resolutions proposed for approving the Disposal Agreement and the transactions contemplated thereunder, and refreshment of the Existing General Mandate were duly passed by the Shareholders by way of poll at the EGM held on 24 September 2010.

Reference is made to the circular of the Company dated 8 September 2010 (the "Circular") and the notice of the EGM in relation to the Disposal Agreement and the transactions contemplated thereunder, and the refreshment of the Existing General Mandate. Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Circular.

### **RESULTS OF EXTRAORDINARY GENERAL MEETING**

The Board is pleased to announce that at the EGM held on 24 September 2010, the ordinary resolutions approving the Disposal Agreement and the transactions contemplated thereunder, and the refreshment of Existing General Mandate were duly passed by the Shareholders by way of poll.

As at the date of the EGM, there were a total of 576,000,000 Shares in issue. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Purchaser, the ultimate controlling Shareholder of the Company, has a material interest in the Disposal Agreement and the transactions contemplated thereunder, and accordingly the Purchaser and its associates would have to abstain from voting at the EGM. The Purchaser, through its wholly-owned subsidiary, Mayer Corporation Development Limited, holds 200,000,000 Shares (representing approximately 34.72% of the existing issued share capital of the Company) at the date of EGM. As such, the total number of Shares entitling the holders thereof to attend and vote for or against the resolution in respect of the Disposal Agreement and the transactions contemplated thereunder at the EGM was 376,000,000 Shares.

The Purchaser, being the ultimate beneficial controlling Shareholder of the Company, and its associates would abstain from voting in favour of the relevant resolution in approving the refreshment of the Existing General Mandate at the EGM. As such, the

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total number of Shares entitling the holders thereof to attend and vote for the resolution in respect of the refreshment of the Existing General Mandate at the EGM was 376,000,000 Shares. The total number of Shares entitling the holders thereof to attend and vote against the resolution in respect of the refreshment of the Existing General Mandate at the EGM was 576,000,000 Shares.

Computershare Hong Kong Investor Services Limited, the share registrar of the Company, was appointed as the scrutineer at the EGM for the purpose of vote taking.

The poll results in respect of the resolutions proposed at the EGM are set out as below:

Ordinary Resolutions	Number of Votes (%)	
	For	Against
1. To approve, confirm and ratify the Disposal Agreement and the transactions contemplated thereunder and that any one Director be and is hereby authorized for and on behalf of the Company to do all such acts and things, to sign, execute and deliver all such other documents, deeds, instruments and agreements and to take such steps as he may consider necessary, desirable or expedient to give effect to or in connection with the Disposal Agreement or any of the transactions contemplated under the Disposal Agreement and all other matters incidental thereto.	127,964,000 (100)%	Nil
2. To refresh the Existing General Mandate to the Directors to allot, issue and deal with additional new Shares up to 20% of the existing issued share capital of the Company.	127,964,000 (100)%	Nil

As more than 50% of the votes were cast in favour of the resolutions, the above resolutions were duly passed as ordinary resolutions.

By order of the Board  
**Mayer Holdings Limited**  
**Hsiao Ming-chih**  
*Chairman*

Hong Kong, 24 September 2010

*As at the date of this announcement, the executive Directors of the Company are Mr. Hsiao Ming-chih, Mr. Lai Yueh-hsing, Mr. Lo Haw, Mr. Cheng Dar-terng, Mr. Chiang Jen-chin, Mr. Lu Wen-yi and Mr. Cheng Koon Cheung; the non-executive Directors are Mr. Huang Chun-fa and Mr. Chan Kin Sang; and the independent non-executive Directors of the Company are Mr. Lin Sheng-bin, Mr. Huang Jui-hsiang, Mr. Alvin Chiu and Mr. Peter V.T. Nguyen respectively.*